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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
	:	
THE GREAT ATLANTIC & PACIFIC	:	Case No. 15-23007 (RDD)
TEA COMPANY, INC., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors ¹ .	:	

**LIMITED OBJECTION OF THE MCB LANDLORDS AND MCB REAL ESTATE LLC,
AS AUTHORIZED REPRESENTATIVE FOR THE MCB LANDLORDS, TO MOTION
OF DEBTORS FOR INTERIM AND FINAL AUTHORITY TO (A) OBTAIN**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors federal tax identification number, are as follows: Two Thousand Eight Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman's Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, INc. (2947); Onpoint, Inc. (6589); Pathmark Stores, In c. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599).

**POSTPETITION FINANCING PURSUANT TO 11 U.S.C. §§ 105, 361, 362, 364(C)(1),
364(C)(2), 364(C)(3), 364(D)(1) AND 364(E), (B) USE CASH COLLATERAL PURSUANT
TO 11 U.S.C. § 363(C)(2), (C) GRANT CERTAIN PROTECTIONS TO PREPETITION
SECURED PARTIES PURSUANT TO 11 U.S.C. §§ 361, 362, 363, AND 364, AND (D)
SCHEDULE A FINAL HEARING PURSUANT TO FED. R. BANKR. P. 4001(B) AND (C)**

MCB Real Estate LLC, for itself and as agent for the MCB Landlords more particularly identified herein (collectively “MCB” or “Objector”), by and through its attorneys, Fox Rothschild LLP, respectfully submits this limited objection (the “Objection”) to the *Motion of Debtors for Interim and Final Authority to (A) Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e), (B) Use Cash Collateral Pursuant to 11 U.S.C. § 363(c)(2), (C) Grant Certain Protections to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364, and (D) Schedule a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (c)* (the “Motion”).

PRELIMINARY STATEMENT

1. The MCB Landlords are: (i) OLP-MCB Philly-Cottman, LLC (“MCB Cottman”) which owns the premises leased by the Debtors for a Pathmark store located at 840 Cottman Avenue, Philadelphia, PA (the “Cottman Ave Store”); (ii) BOIV Belleville MCB, LLC (“MCB Belleville”) which owns the premises leased by the Debtors for a Pathmark store located at 115 Belmont Avenue, Belleville, NJ (the “Belleville, NJ Store”); (iii) MCB East Brunswick, LLC which owns the premises leased by the Debtors for a the Pathmark store located at 50 Racetrack Road, East Brunswick, NJ (the “East Brunswick NJ Store”); and (iv) MCB Glenolden, LP (“MCB Glenolden”) which owns the premises leased by the Debtors for a Pathmark store at 140 North MacDade Boulevard, Glenolden, PA (the “Glenolden PA Store”). For purposes of this Objection, the above referenced stores are called the “MCB Stores”, and the respective leases are called the “MCB Leases”.

2. On July 20, 2015 (the “Petition Date”), the Debtors filed their petitions for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of New York (the “Court”). Upon information and belief, to date the Debtors remain in possession of their assets and businesses.

3. On the Petition Date, the Debtors filed the Motion. The MCB Landlords generally support the concept that the Debtors require access to post-petition financing as well as use of cash collateral in order to pay their post-petition obligations as and when they come due. However, any liens or superpriority claims granted thereunder must be subject to, and not otherwise affect, any rights of the MCB Landlords under the MCB Leases and any ancillary documents related thereto. These rights include but are not limited to security deposits, letters of credit, landlord liens arising under contract or by operation of law, setoff, recoupment and offset rights, contract rights including rights under escrow agreements between the Debtors and the MCB Landlords, and interests in any furniture fixtures and equipment.

4. Accordingly, the MCB Landlords file this Limited Objection and suggest that if the Court approves the financing on a final basis, that the following provision be included in the order:

Notwithstanding anything herein to the contrary, the liens and superpriority claims granted hereunder shall not extend to or otherwise affect any rights, claims or liens of the MCB Landlords under contract or arising by operation of law, including without limitation under the MCB Leases and any rights, claims or liens of the MCB Landlords in and to security deposits, letters of credit, landlord liens, setoff, recoupment or

offset rights, contract rights including rights under the MCB Leases and any escrow agreements, and any interest in any furniture fixtures and equipment in or about the MCB Stores.

5. In addition to the foregoing, the MCB Landlords join in all other objections filed by other landlords to the Motion and posits that any variation in the provisions in the final order given to any landlord also be given to the MCB Landlords.

WHEREFORE, the MCB Landlords request by the motion be denied unless modified as requested herein, and for such other relief as may be just.

Dated: New York, New York
August 5, 2015

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